

IT IS HEREBY ADJUDGED
and DECREED this is SO
ORDERED.



Dated: January 20, 2011

Sarah S. Curley

SARAH S. CURLEY
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

In re:

94TH AND SHEA, L.L.C.,

Debtor.

Chapter 11

Case No. 10-bk-37387

AGREED ORDER AUTHORIZING
DEBTORS' INTERIM USE OF CASH
COLLATERAL

This matter having come before the Court on the "Emergency Motion for Authorization to Use Cash Collateral" ("Cash Collateral Motion") filed by 94th and Shea, L.L.C. (the "Debtor"), and upon consideration thereof and of the "Objection to Emergency Motion for Authorization to Use Cash Collateral" ("Objection") filed by JPMCC 2007-CIBC 19 Shea Boulevard, LLC ("Lender"), and upon consideration of the arguments relating thereto by counsel for the Debtor and counsel for the Lender made at the expedited hearing of this matter, and the Court having determined that the Debtor's immediate use of collateral is necessary to avoid irreparable harm to the estate, and other good cause appearing therefore,

IT IS HEREBY ORDERED as follows:

A. The Cash Collateral Motion is GRANTED pursuant to the terms of this Order.

B. The Debtor is allowed the use of cash collateral pursuant to the terms of the budget attached hereto as Exhibit "A" (the "Budget") through and including January 31, 2011, with a 10% variance permissible on a category basis.

C. Except with respect to the Insurance Proceeds discussed below, any cash in which the Lender claims an interest which is received by the Debtor, but not expended pursuant

1 to the Budget, shall be sequestered unless and until the Debtor obtains an Order from this Court
2 or the consent of Lender authorizing its use;

3 D. As adequate protection for the Debtors' use of cash collateral from and after
4 the commencement of this bankruptcy case, Lender shall be and is granted a replacement lien in
5 the cash collateral that is held in the Debtors' debtor-in-possession operating accounts, to the
6 same extent, and with the same validity and priority, as existed prior to the filing of the Debtors'
7 bankruptcy cases.

8 E. The Debtor is authorized to use any proceeds of insurance ("Insurance
9 Proceeds") to pay for the hail damage repairs to the Debtor's property, as identified in the
10 attached insurance claim provided by the Debtor to the Lender (the "Repairs"), and Lender is
11 instructed to cooperate with the Debtor in releasing the Insurance Proceeds to pay for such
12 Repairs, including, as necessary, endorsing any insurance check(s) to pay for the Repairs. The
13 Insurance Proceeds shall be used only to make the Repairs, or as otherwise authorized by the
14 Lender, and the Debtor will obtain lien releases from the mechanics and materialmen doing the
15 repairs.

16 F. During the interim period of this Order, the Debtor shall not make any
17 payments or transfers of any kind to, for the benefit of, or on account of insiders of the Debtor.

18 G. The Debtor may pay its controller or accountant ("controller") as her duties
19 were described on the record on December 1, 2010, for work performed at her normal hourly
20 rate of \$50.00 per hour for work performed on behalf of the Debtor. The controller shall prepare
21 and maintain reports of her time spent, and the Debtor shall file such reports with its monthly
22 operating reports. The controller's compensation shall not exceed \$4,000 per month.

23 H. Unless extended by consent of the Lender or Order of the Court, the Debtor's
24 authorization to use cash collateral pursuant to the terms of this Order expires on January 31,
25 2011.

26 I. A two-hour final hearing on the Debtor's use of cash collateral shall be held on
27 January 20, 2011 at 2:30 p.m.

28 J. Debtor shall promptly serve this interim Order on Lender, any party filing a

request for notice, and the Debtor's twenty largest unsecured creditors. If no objections to this Order are filed and served within 21 days of the service of this Order, this Order shall become final. If an objection is filed, the Debtor shall set a hearing thereon.

SIGNED AND DATED ABOVE

EXHIBIT A

The Shops at 9400 Actual/Budget Trend Analysis

	11/18-11/30	Dec-10	Jan-11
Current Cash Position:	5,538.29		
Rental Income:			
WIBD-Scottsdale, Randy Cohen		9,966.66	9,966.66
Elements Therapeutic Massage		4,153.13	4,153.13
Pretty Papers		3,117.38	3,117.38
Renegade	0.00	0.00 *	0.00
Sway Boutique	500.00	1,500.00	1,500.00
94 Hundred Corporate Center		35,239.00	35,239.00
Who's Next? Barber Shop	0.00	0.00	0.00
Scottsdale Hand & Foot Spa		4,062.05	4,062.05
Golden Spoon Arizona		2,677.00	2,677.00
Continental Cleaners		3,392.08	3,392.08
L&L Restaurant #1		8,400.00	8,400.00
* Renegade Rent Deferred for Six Months			
Total Rental Income	500.00	72,507.30	72,507.30
Common Area Reimb			
Common Area Maint. Adj	0.00	6,068.00	6,068.00
Prior Year CAM Adj.	0.00	0.00	0.00
Total Oper.Exp.Adj.Income	0.00	6,068.00	6,068.00
Other Income:			
Renegade Utility Reimbursement	0.00	6,000.00	6,000.00
Total Income	500.00	84,575.30	84,575.30
Expense:			
Utilities:			
Electricity	0.00	5,500.00	5,500.00
Electricity-Corp Ctr	0.00	6,500.00	6,500.00
Water	0.00	1,900.00	2,400.00
Water-Corp Center	0.00	500.00	500.00
Total Utilities	0.00	14,400.00	14,900.00

Struct./Mech.Rprs & Maint

11/18-11/30

Dec-10

Jan-11

Insurance Deductible-Hail Damage	1,000.00	0.00	0.00
R & M-Light Bulbs	0.00	0.00	0.00
R & M-HVAC	500.00	250.00	500.00
R & M-Electrical	50.00	50.00	50.00
R & M-Plumbing-Corp Ctr	100.00	100.00	100.00

Total Structural/Mech.Rpr

1,650.00

400.00

650.00

Maint. & Contract Service

Fire/Safety Systems	0.00	901.00	901.00
Roof Repairs - 0695	0.00	45.00	45.00
Pest Control	0.00	88.00	88.00
Pest Control-Corp Ctr	0.00	55.00	55.00
Fountain Maintenance	0.00	287.00	287.00
Muzak Contract	0.00	307.40	307.40
Landscaping-(Int./Ext.)	1,200.00	1,750.00	1,750.00
Elevator Maint. & Repair	0.00	0.00	0.00
Elevator Maint & Rpr - Corp Ctr	0.00	443.00	0.00
Security Service	0.00	0.00	0.00
Misc. Maint. & Contr.Svcs	500.00	500.00	500.00

Total Maint & Contr. Svcs

1,700.00

4,376.40

3,933.40

Supplies & Materials:

R&M Supplies	150.00	150.00	150.00
Total Supplies & Material	150.00	150.00	150.00

Parking:

Prkg-Rpr & Maint.	0.00	500.00	500.00
Total Parking Expense	0.00	500.00	500.00

Janitorial:

Porter Expense	750.00	1,700.00	1,260.00
Porter Expense-Corp Ctr	250.00	500.00	500.00
Window Cleaning	0.00	610.00	610.00
Janitorial Service-Corp Ctr	0.00	3,025.00	2,375.00
Refuse Removal	0.00	1,820.00	1,820.00
Total Janitorial	1,000.00	7,655.00	6,565.00

General & Administrative	11/18-11/30	Dec-10	Jan-11
Holiday Decorations		500.00	500.00
Charity Event/Miracle on 94th Street		1,250.00	1,250.00
Office Supplies	50.00	50.00	50.00
Postage/Delivery	35.00	35.00	35.00
Vehicle	0.00	200.00	200.00
Web Site Maintenance		500.00	500.00
Property Mgmt Fee-Contract	0.00	3,000.00	3,000.00
Total General & Admin.	85.00	5,535.00	5,535.00
Insurance: (accrued)		1,099.00	1,099.00
Taxes:			
Tax Savings	0	0.00	0
Total Operating Expenses	4,585.00	34,115.40	33,332.40
Net Operating Income	(4,085.00)	50,459.90	51,242.90
Non-Recoverable Expenses:			
Utilities:			
Struc/Mechan Rpr's Mnt:			
R & M-Misc	0.00	0.00	0.00
Ttl Structural/Mechancial	0.00	0.00	0.00
Maint. & Contract Svcs:			
Sign & Graphic Rpr/Maint.	0.00	400.00	400.00
Ttl Maint/Contract Svcs	0.00	400.00	400.00
Supplies:			
Parking Expense:	0.00	0	0
Janitorial Expenses:			

General & Admin Expense:	11/18-11/30	Dec-10	Jan-11
Postage/Delivery Service	0.00	0.00	0.00
Controller Fee Contract	0.00	4,000.00	4,000.00
Asset Management Fee	0.00	0.00	0.00
Insurance	0.00	0.00	0.00
Legal Fees		2,000.00	2,000.00
Marketing		500.00	500.00
Office Expense		950.00	950.00
U.S. Trustee Fee (accrued)	162.50	406.25	406.25
Miscellaneous	0.00	1,000.00	1,000.00
Bank Fees	35.00	35.00	35.00
Total General & Admin	197.50	8,891.25	8,891.25
Taxes:			
Total Non-Operating Exp.	197.50	9,291.25	9,291.25
Net Income after Expense	(4,282.50)	41,168.65	41,951.65
Non-Pass Thru Ops Exp.			
Tenant Bill Backs	0.00	6,000.00	6,000.00
Legal/Accounting Fees	0.00	0.00	0.00
Ttl Non-Pass Thru Ops Exp	0.00	6,000.00	6,000.00
Debt Service:			
Mortgage-Interest	0.00	0.00	0.00
Total Debt Service Exp.	0.00	0.00	0.00
Capital Expenses:			
Miscellaneous	0.00	0.00	0.00
Tenant Alterations	0.00	0.00	0.00
Total Capital Expense	0.00	0.00	0.00
Amort./Deprec. Expense:			
Net Profit/(Loss)	1,255.79	35,168.65	35,951.65

EXHIBIT B

9400 Shea Hail Claim

Roof	McBride 623.516.2400	\$54,450.00
EIFS	Bowles Contracting 602.919.0242	\$58,973.00
Paint		\$19,476.00
Metal Canopies	Paul Rich 602.331.3379	\$103,073.00
HVAC	Bel-Aire 623.846.8600	\$107,637.00
Supervision		\$17,180.45
Sales Tax		\$20,990.73
Total Claim:		\$381,780.18
Less Deductible		\$5,000.00
Check		\$201,611.46
Check		\$113,435.20
Balance Due upon Completion:		\$61,733.52